

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

SECURITIES AND EXCHANGE COMMISSION

Plaintiff,

- against -

MICHAEL W. CROW, DUNCAN CAPITAL LLC,  
DUNCAN CAPITAL GROUP LLC, ROBERT DAVID  
FUCHS, and ROBERT MACGREGOR,

Defendants,

07 Civ. 3814 (CM)

and

TREVOR CROW, SANTAL HOLDINGS LLC, M.W. CROW  
FAMILY LP, CROW 2001 CHILDREN'S TRUST FBO  
MICHELLE LEE CROW, CROW 2001 CHILDREN'S  
TRUST FBO SPENCER MICHAEL CROW, CROW 2001  
CHILDREN'S TRUST FBO DUNCAN CROW, and CROW  
2001 CHILDREN'S TRUST FBO OLIVIA TREVOR CROW,

Relief Defendants.

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**RELIEF DEFENDANT M.W. CROW FAMILY LP's  
ANSWER TO THE FIRST AMENDED COMPLAINT**

Relief Defendant M. W. Crow Family LP ("Family LP"), by and through its attorneys, Nixon Peabody LLP, responds to the First Amended Complaint of the Securities and Exchange Commission, as follows:

1. Family LP denies knowledge and information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 1 of the First Amended Complaint.
2. Family LP denies knowledge and information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 2 of the First Amended Complaint.
3. Family LP denies knowledge and information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 3 of the First Amended Complaint.

4. Family LP denies knowledge and information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 4 of the First Amended Complaint.

5. The allegations set forth in Paragraph 5 of the First Amended Complaint require no response.

6. Family LP denies knowledge and information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 6 of the First Amended Complaint.

7. Family LP denies knowledge and information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 7 of the First Amended Complaint.

8. Family LP denies knowledge and information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 8 of the First Amended Complaint, except admits that Michael Crow is a resident of Fairfield, Connecticut.

9. Family LP denies knowledge and information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 9 of the First Amended Complaint.

10. Family LP denies knowledge and information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 10 of the First Amended Complaint.

11. Family LP denies knowledge and information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 11 of the First Amended Complaint.

12. Family LP denies knowledge and information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 12 of the First Amended Complaint.

13. Family LP denies knowledge and information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 13 of the First Amended Complaint.

14. Family LP admits the allegations set forth in Paragraph 14 of the First Amended Complaint.

15. Family LP admits the allegations set forth in Paragraph 15 of the First Amended Complaint, except denies that it is organized under California law with a business address in Encinitas, California.

16. Family LP admits the allegations set forth in Paragraph 16 of the First Amended Complaint.

17. Family LP denies knowledge and information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 17 of the First Amended Complaint.

18. Family LP denies knowledge and information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 18 of the First Amended Complaint.

19. Family LP denies knowledge and information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 19 of the First Amended Complaint.

20. Family LP denies knowledge and information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 20 of the First Amended Complaint.

21. Family LP denies knowledge and information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 21 of the First Amended Complaint.

22. Family LP denies knowledge and information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 22 of the First Amended Complaint.

23. Family LP denies knowledge and information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 23 of the First Amended Complaint.

24. Family LP denies knowledge and information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 24 of the First Amended Complaint.

25. Family LP denies knowledge and information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 25 of the First Amended Complaint.

26. Family LP denies knowledge and information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 26 of the First Amended Complaint.

27. Family LP denies knowledge and information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 27 of the First Amended Complaint.

28. Family LP denies knowledge and information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 28 of the First Amended Complaint.

29. Family LP denies knowledge and information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 29 of the First Amended Complaint.

30. Family LP denies knowledge and information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 30 of the First Amended Complaint.

31. Family LP denies knowledge and information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 31 of the First Amended Complaint.

32. Family LP denies knowledge and information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 32 of the First Amended Complaint.

33. Family LP denies knowledge and information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 33 of the First Amended Complaint.

34. Family LP denies knowledge and information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 34 of the First Amended Complaint.

35. Family LP denies knowledge and information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 35 of the First Amended Complaint.

36. Family LP admits the allegations set forth in Paragraph 36 of the First Amended Complaint, except neither admits nor denies those allegations which purport to state a legal conclusion and require no response.

37. Family LP denies knowledge and information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 37 of the First Amended Complaint.

38. Family LP denies knowledge and information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 38 of the First Amended Complaint.

39. Family LP denies knowledge and information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 39 of the First Amended Complaint.

40. Family LP admits the allegations set forth in Paragraph 40 of the First Amended Complaint, except neither admits nor denies the allegations which purport to state a legal conclusion and require no response.

41. Family LP denies knowledge and information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 41 of the First Amended Complaint.

42. Family LP denies knowledge and information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 42 of the First Amended Complaint.

43. Family LP denies knowledge and information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 43 of the First Amended Complaint.

44. Family LP admits the allegations set forth in Paragraph 44 of the First Amended Complaint, except neither admits nor denies the allegations which purport to state a legal conclusion and require no response.

45. Family LP denies knowledge and information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 45 of the First Amended Complaint.

46. Family LP denies knowledge and information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 46 of the First Amended Complaint.

47. Family LP denies knowledge and information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 47 of the First Amended Complaint.

48. Family LP denies knowledge and information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 48 of the First Amended Complaint.

49. Family LP denies knowledge and information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 49 of the First Amended Complaint.

50. Family LP denies knowledge and information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 50 of the First Amended Complaint.

51. Family LP denies knowledge and information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 51 of the First Amended Complaint.

52. Family LP admits the allegations set forth in Paragraph 52 of the First Amended Complaint, except neither admits nor denies the allegations which purport to state a legal conclusion and require no response.

53. Family LP denies knowledge and information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 53 of the First Amended Complaint.

54. Family LP denies knowledge and information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 54 of the First Amended Complaint.

55. Family LP denies knowledge and information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 55 of the First Amended Complaint.

56. Family LP denies knowledge and information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 56 of the First Amended Complaint.

57. Family LP denies knowledge and information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 57 of the First Amended Complaint.

58. Family LP denies knowledge and information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 58 of the First Amended Complaint.

59. Family LP admits that it received assets, but denies knowledge and information sufficient to form a belief as to the allegations set forth in Paragraph 59 of the First Amended Complaint as to the origin and the value of such assets.

60. Family LP denies knowledge and information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 60 of the First Amended Complaint.

61. Family LP repeats and reiterates its responses to the allegations in Paragraphs 1 through 60 as if fully set forth herein.

62. Family LP denies knowledge and information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 62 of the First Amended Complaint.

63. Family LP denies knowledge and information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 63 of the First Amended Complaint.

64. Family LP denies knowledge and information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 64 of the First Amended Complaint.

65. Family LP repeats and reiterates its responses to the allegations in Paragraphs 1 through 64 as if fully set forth herein.

66. Family LP denies knowledge and information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 66 of the First Amended Complaint.

67. Family LP denies knowledge and information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 67 of the First Amended Complaint.

68. Family LP denies knowledge and information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 68 of the First Amended Complaint.

69. Family LP denies knowledge and information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 69 of the First Amended Complaint.

70. Family LP repeats and reiterates its responses to the allegations in Paragraphs 1 through 69 as if fully set forth herein.

71. Family LP denies knowledge and information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 71 of the First Amended Complaint.

72. Family LP denies knowledge and information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 72 of the First Amended Complaint.

73. Family LP repeats and reiterates its responses to the allegations in Paragraphs 1 through 72 as if fully set forth herein.

74. Family LP denies knowledge and information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 74 of the First Amended Complaint.

75. Family LP denies knowledge and information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 75 of the First Amended Complaint.

76. Family LP denies knowledge and information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 76 of the First Amended Complaint.

77. Family LP repeats and reiterates its responses to the allegations in Paragraphs 1 through 76 as if fully set forth herein.

78. Family LP denies knowledge and information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 78 of the First Amended Complaint.

79. Family LP denies knowledge and information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 79 of the First Amended Complaint.

80. Family LP repeats and reiterates its responses to the allegations in Paragraphs 1 through 79 as if fully set forth herein.

81. Family LP denies knowledge and information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 81 of the First Amended Complaint.

82. Family LP repeats and reiterates its responses to the allegations in Paragraphs 1 through 81 as if fully set forth herein.

83. Family LP denies knowledge and information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 83 of the First Amended Complaint.

84. Family LP denies knowledge and information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 84 of the First Amended Complaint.

85. Family LP repeats and reiterates its responses to allegations in Paragraphs 1 through 84 as if fully set forth herein.

86. Family LP denies knowledge and information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 86 of the First Amended Complaint.

87. Family LP denies knowledge and information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 87 of the First Amended Complaint.

88. Family LP repeats and reiterates its responses to the allegations in Paragraphs 1 through 87 as if fully set forth herein.

89. Family LP denies the allegations set forth in Paragraph 89 of the First Amended Complaint, except denies knowledge and information sufficient to form a belief with respect to the allegations regarding Santal Holdings LLC.

90. Family LP denies knowledge and information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 90 of the First Amended Complaint.

**AFFIRMATIVE DEFENSES**

**FIRST AFFIRMATIVE DEFENSE**

The First Amended Complaint fails to state a claim upon which relief can be granted.

**SECOND AFFIRMATIVE DEFENSE**

Disgorgement is inappropriate under the factual circumstances of this case.

Dated: September 10, 2007  
New York, New York

NIXON PEABODY LLP

By: S/  
Martin P. Russo (MR-4134)  
Alison B. Cohen (AC-7702)  
Tamar Y. Duvdevani (TD-7603)  
437 Madison Avenue  
New York, New York 10022  
Tel: (212) 940-3000  
Fax: (212) 940-3111

*Attorneys for Relief Defendant  
M.W. Crow Family LP*